The parties to that transaction notified more than 1500 LFAs as part of the LFA regulatory review process, yet almost half of those LFAs took no action within the time period provided by Communications Act, and the transfer requests were deemed approved by these LFAs. <sup>50</sup> There are likely to be a far higher percentage of LFAs that elect to take no action with respect to the instant waiver request given that the proposed transaction involves very few customers in any individual LFA as well as the fact that the LFAs do not regulate CIMCO's service and CIMCO does not use any local rights of way. With such a high non-response rate from LFAs that do not actually disapprove of the waiver request, the proposed transaction would effectively be denied without a thirty-day notice — "deemed approval" process. This outcome would be directly contrary to Congressional intent, as it would nullify the waiver process established by Congress in section 652(d)(6).

In addition, the delays and uncertainty created by an indefinite LFA approval process would have a significant adverse impact on CIMCO's business. Delay between the announcement of a transaction and its consummation creates substantial uncertainty and therefore disruption of the business of the company to be acquired. Operation of the CIMCO business 'in the ordinary course' during an extended approval process would become virtually impossible, as it would be difficult for CIMCO to make long term strategic decisions and to enter into vendor and other contracts during the transition period. Moreover, competitors typically use the opportunity to inject uncertainty in the minds of both customers and employees of the business to lure them away, a result that would substantially devalue the CIMCO business. The

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<sup>&</sup>lt;sup>50</sup> 47 U.S.C. § 537.

Commission's specification of a procedure that enables the waiver process to move forward promptly and with a defined timetable is therefore essential to avoid substantial harm to CIMCO.

The Applicants consequently request that the Commission adopt the procedure described above for purposes of determining whether the LFAs in the Comcast-CIMCO overlap areas approve of the waiver request. The Commission has ample authority to adopt LFA approval procedures in this adjudicatory proceeding.<sup>51</sup>

<sup>51</sup> Although administrative agencies may not use adjudicatory proceedings to establish new, generally applicable and enforceable standards of conduct in the absence of a pre-existing binding norm, they do have discretion to use an adjudicatory proceeding to develop policies and procedures for applying existing regulatory requirements. For example, in its proceedings reviewing the section 271 applications filed by the Bell Operating Companies, the Commission established policies and procedures specifying the showings that were required to satisfy the various elements of the section 271 check list without the use of a notice and comment rulemaking process. See, e.g., Application by SBC Communications Inc., Pacific Bell Telephone Company, and Southwestern Bell Communications Services Inc., for Authorization to Provide In-Region, InterLATA Services in California, Memorandum Opinion and Order, 17 FCC Rcd 25650, ¶ 19 (2002). Moreover, neither rulemaking proceedings nor prior notice is required to establish procedures governing applications or waiver requests, including the proposed LFA approval process described above. See 5 U.S.C. § 553(b) (unless notice or hearing is required by statute, no rulemaking is necessary for "interpretative rules, general statements of policy, or rules of agency organization, procedure, or practice"); Bachow Communications, Inc. v. Federal Communications Commission, 237 F.3d 683, 685-90 (D.C. Cir. 2001) (denying a claim that the Commission should have initiated a rulemaking proceeding before abrogating an applicant's right to cure mutual exclusivity because such rules are procedural and therefore are "exempt from the Administrative Procedure Act's notice and comment requirement"); Ranger v. Federal Communications Commission, 294 F.2d 240, 243-44 (D.C. Cir. 1961) (denying an argument that the Commission should have initiated a rulemaking proceeding to adopt procedural rules for assessing applications for broadcast stations and finding that procedural changes are not subject to formal rulemaking requirements).

## VI. CONCLUSION

For the reasons stated herein, Applicants respectfully submit that the public interest, convenience, and necessity would be furthered by a grant of this Application for the above-described transaction.

Respectfully submitted,

Jean L. Kiddoo / cur

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Washington, DC 20006

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Counsel for Assignor

Dated: October 7, 2009

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Stephen J. Berman

Lawler, Metzger, Keeney & Logan, LLC

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Email: Blogan@lawlermetzger.com

Counsel for Assignees

#### CERTIFICATION

I, Brian A. Rankin, Vice President and Deputy General Counsel, Comcast Cable Communications, LLC, hereby certify that the information in this attached application as it pertains to Comcast Phone, LLC, Comcast Phone of Michigan, LLC, and Comcast Business Communications, LLC (collectively, "Comcast") and their affiliates is true and correct to the best of my knowledge and that Comcast:

- (1) is not (a) a foreign carrier, as defined in Section 63.09(d) of the Federal Communications Commission's ("FCC's") rules or (b) affiliated with a foreign carrier within the meaning of Section 63.09(e) of the FCC's rules;
- does not seek to provide international telecommunications services to any destination country to which paragraphs (j)(1)-(4) of Section 63.18 of the FCC's rules apply;
- (3) has not agreed to accept special concessions directly or indirectly from any foreign carrier with respect to any U.S. international route where the foreign carrier possesses market power on the foreign end of the route and will not enter into such agreements in the future; and
- (4) pursuant to Sections 1.2001 through 1.2003 of the Commission's rules (implementing the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 853a, as amended), is not subject to a denial of federal benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988.

I declare, under penalty of perjury, that the foregoing is true and correct. Executed this fifth day of October 2009.

Brian A. Rankin

Vice President, Deputy General Counsel Comcast Cable Communications, LLC

## VERIFICATION

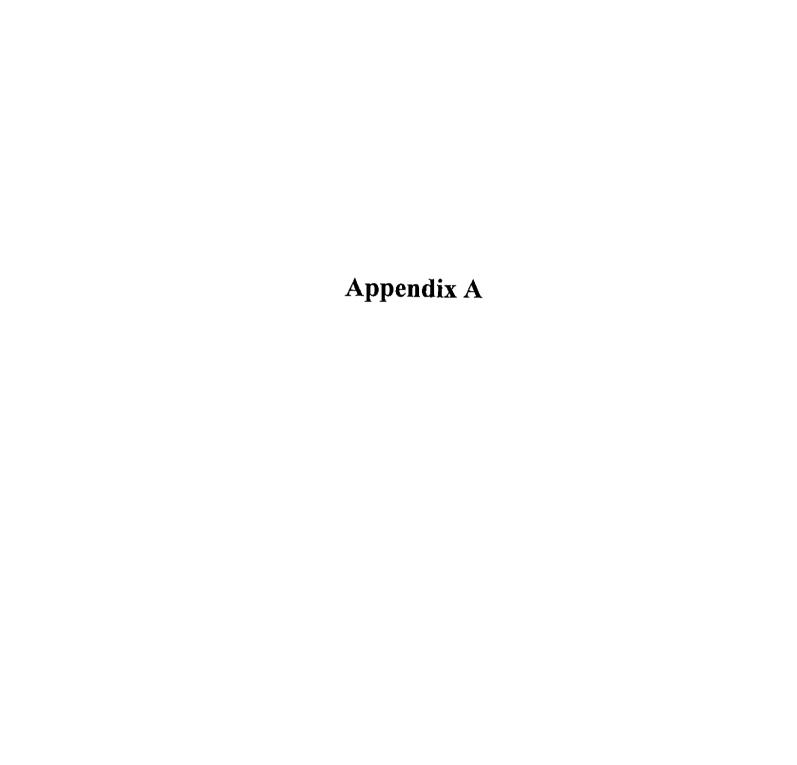
I, William Dvorak, state that I am Chief Financial Officer of CIMCO Communications, Inc. ("CIMCO"), a party to the foregoing filing; that I am authorized to make this Verification on behalf of CIMCO; that the foregoing filing was prepared under my direction and supervision; and that the statements in the foregoing document with respect to CIMCO are true and correct to the best of my knowledge, information, and belief.

I declare under penalty of perjury that the foregoing is true and correct. Executed this day of <u>September</u>, 2009.

William Dvorak

Chief Financial Officer

CIMCO Communications, Inc.



# Before the FEDERAL COMMUNICATIONS COMMISSION Washington, DC 20554

In the Matter of	)
CIMCO Communications, Inc.	)
Assignor,	)
and	)
Comcast Phone, LLC	)
Comcast Phone of Michigan, LLC, and	)
Comcast Business Communications, LLC	)
Assignees,	)
Combined International and Domestic Application	)
for Authority Pursuant to Section 214 of	)
the Communications Act of 1934, as Amended,	)
to Assign Certain Customers and Assets of	)
an Authorized Domestic and International Carrier	)

# DECLARATION OF WILLIAM A. CAPRARO, JR.

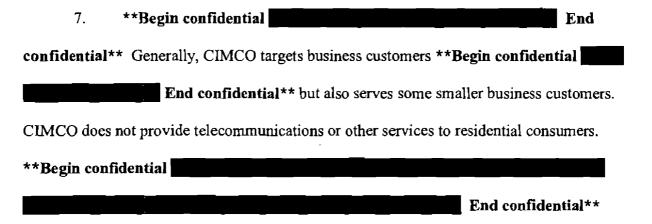
- I, William A. Capraro, Jr., hereby declare that the following is true and correct to the best of my knowledge, information and belief:
- I am the founder and Chief Executive Officer of CIMCO Communications, Inc.
   ("CIMCO"). I founded CIMCO in 1986 and currently directly or indirectly control 100% of CIMCO's equity.

2

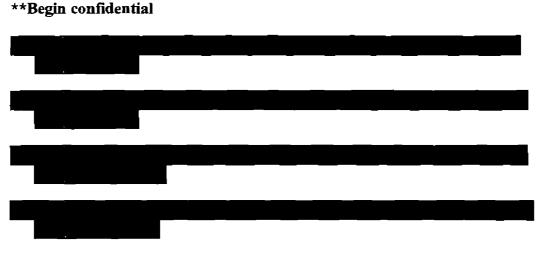
- My business address is 1901 S. Meyers Road, 7th Floor, Oakbrook Terrace,
   Illinois 60181. I oversee much of the day-to-day operations of CIMCO and am familiar with all aspects of CIMCO's business operations.
- 3. I understand that this declaration will be used in connection with the Applications being filed the above-captioned matter.
- 4. CIMCO began providing long distance telecommunications services in 1989. In 1995, CIMCO began offering data and Internet services, and in 1997 CIMCO began offering telephone exchange services. After providing service solely through resale for a number of years, CIMCO acquired its own switch and began providing facilities-based telecommunications services in 2004 in Illinois and certain other states, but continues to use the "last mile" local loop facilities of other carriers. CIMCO did not provide telephone exchange service in any market, either as a reseller or as a facilities-based carrier, on or before January 1, 1993.
- 5. CIMCO currently offers a wide range of integrated communications services.

  These services include traditional local exchange and interexchange telecommunications services, voice over Internet protocol ("VoIP") and data services, frame relay, private line, MPLS/VPN services, network managing services, data center services, conferencing services, and billing services.
- 6. CIMCO's primary service area is Illinois, and in particular the Chicago metropolitan area. CIMCO also provides local exchange and other telecommunications services in Indiana, Michigan, Ohio, and Wisconsin (the "Ameritech States"). However, nearly all of CIMCO's local exchange customers are located in, or have at least one service location in, Illinois. In states other than the Ameritech States, CIMCO provides various data and voice information services and interexchange long distance telecommunications services, primarily as

an accommodation to its customers within the Ameritech States who may have small operations in other areas. However, any local telephone services offered in those states is provided on a VoIP platform.



8. Based on information regarding Comcast's local franchise areas provided to CIMCO by Comcast, CIMCO provides local exchange telephone services to business customers in approximately 298 local service areas throughout the Ameritech States in which Comcast or one of its affiliates holds a franchise to offer cable television service. However, in the majority of those Comcast local cable franchise areas, the number of CIMCO local exchange customers is very small:



End confidential\*\*

9. Because of the specialized telecommunications needs of business customers, CIMCO's primary competitor for those services is the incumbent local telephone company ("ILEC") serving the local area. Throughout the Ameritech States, that ILEC is primarily AT&T (formerly Ameritech). CIMCO also competes with other competitive local exchange carriers ("CLECs") that target similar business customers in the Ameritech states such as PAETEC, Access One, and First Communications. To date, Comcast appears to have targeted residential local service customers, and has therefore not been a significant competitor of CIMCO's.

I hereby declare under penalty of perjury that the foregoing is true and correct. Executed on October 5, 2009.

RY:

William A. Capraro, r. Chief Executive Officer

CIMCO Communications, Inc.

Appendix B

# Before the FEDERAL COMMUNICATIONS COMMISSION Washington, DC 20554

In the Matter of	)
CIMCO Communications, Inc. Assignor,	)
and	)
Comcast Phone, LLC	)
Comcast Phone of Michigan, LLC, and Comcast Business Communications, LLC	))
Assignees,	)
Combined International and Domestic Application for Authority Pursuant to Section 214 of	)
the Communications Act of 1934, as Amended,	)
to Assign Certain Customers and Assets of an Authorized Domestic and International Carrier	)

## **DECLARATION OF WILLIAM STEMPER**

- 1. I am the President of Comcast Business Services at Comcast Corporation.
- 2. My business address is One Comcast Center, 1701 JFK Boulevard, Philadelphia, Pennsylvania 19103.
- 3. Comcast, through its operating subsidiaries, currently provides voice and data services to customers in 37 states and the District of Columbia. In particular, Comcast provides digital voice services to over seven million customers. The large majority of these customers are residential consumers, but they also include small businesses. Comcast also provides voice services to a small number of medium-sized and enterprise business customers with multiple locations.

- 4. Comcast's business customers subscribe to Comcast Business Class service, which Comcast initiated in 2007. Comcast's Business Class service generally is designed to provide a competitive voice and Internet access service to small businesses that have no more than 20 employees, although larger businesses do currently subscribe to this product.
- 5. The cable modern and voice services provided to Comcast Business Class consumers are technically very similar to those that Comcast sells to residential customers. Specifically, Comcast Business Class consumers receive cable modern service over the same DOCSIS technology, featuring data speeds of up to 50 Mbps, that is used to serve residential consumers. Comcast also provides its Comcast Business class customers with cable television service.
- 6. Similarly, Comcast provides its Business Class voice service to these small business customers primarily via the same cable facilities that are used to serve residential customers, and generally offers these consumers standardized voice products that are similar to Comcast's offerings to its residential subscribers (although the Business Class offerings do include certain business-oriented features). [Begin

Confidential) [End

# Confidential]

7. Comcast has only recently initiated efforts to market voice, data, and Internet access products to the medium-sized business market segment, [Begin Confidential]

Confidential] Comcast historically has not focused on obtaining customers in this larger-sized business and enterprise market segment.

- 8. Comcast provides its current small number of medium-sized and enterprise business customers with Metro-Ethernet, and other high-capacity data products.

  Comcast's Metro-Ethernet service provides a competitive, attractive offering to medium-sized businesses by offering up to 1 Gigabit per second of data throughput with the ability to manage other technical service attributes. This service is cost-effective for data intensive applications. Using its Metro-Ethernet capability, Comcast can create multipoint networks that tie together multi-location customers with dedicated links.

  These private lines can be scaled to customers' quality of service and bandwidth needs.
- 9. Notably, the voice, data, and Internet access products as well as the sales expertise needed to serve medium-sized and enterprise business customers are quite different from those needed to serve residential and small business customers. Medium-sized and enterprise business customers generally have more sophisticated requirements for voice, data, and Internet access services and typically have more stringent design and operational standards, and need greater service capacity and reliability assurances. These commercial customers often select their service providers after extensive negotiations that involve a range of tangible and intangible factors, of which price is only one consideration. In particular, these customers require quality of service guarantees for the data and Internet services they use, and providers typically must issue credits when service falls below the contractually specified levels.

- 10. The proposed transaction will help Comcast to compete more effectively for customers in this medium-sized business market segment, and also to compete for the larger-sized and enterprise business customers that to date it has not actively pursued. Comcast will be able to take advantage of the experience, expertise, and capabilities of CIMCO's sales force and key managers to market voice, data, and Internet access products to sophisticated commercial customers. CIMCO understands the complex needs of medium-sized business customers, and has well-developed, efficient processes for marketing, selling, and providing service to this market segment. In particular, CIMCO has proven service monitoring and service quality assurance processes. Overall, Comcast's ability to leverage CIMCO's well-established sales, management, and operational expertise should enable it to establish its brand more quickly and more efficiently among medium-sized and enterprise business customers than if Comcast had to develop those assets through its own marketing efforts.
- 11. Following approval of the proposed transaction, CIMCO's existing customers also will experience substantial benefits. First, Comcast's extensive Chicago-area infrastructure will allow Comcast to deliver new, more valuable services, such as Metro Ethernet, to CIMCO's customers. Today, as I understand it, CIMCO provides service to these customers by leasing high-capacity loop and transport facilities and associated services from the incumbent local exchange carrier ("LEC") and other network operators, either on an unbundled network element ("UNE") basis or on the basis of UNE-replacement arrangements. I also understand that in addition to local loops, CIMCO leases T1 lines and PRI service (digital handoff of a T1 to the customer's PBX). CIMCO

also offers services on a resale basis to some of its customers in Illinois and to all of its customers outside of Illinois.

12. Following the transaction, Comcast anticipates that in many cases it will make operational sense for both the customers and Comcast for Comcast to move these customers over a transition period from leased facilities and resold services to Comcast facilities. In particular, these substitution possibilities arise with respect to leased network transport and local loops. Comcast estimates that it already provides service to

[Begin Confidential]

Confidential] [End Confidential] The transaction will consequently promote more efficient service for customers and greater facilities-based competition in the medium-sized and enterprise business market.

[End Confidential] and that it has facilities within 1000 feet of another [Begin

13. In addition, the transaction will allow CIMCO customers in buildings that Comcast's existing network can serve to gain access quickly to an expanded array of innovative service offerings. It is my understanding that today, CIMCO uses legacy T-1 lines and Primary Rate Interface trunks to provide legacy, TDM-based voice and data services to its customers. Utilizing its existing infrastructure, Comcast will be able to provide many of these customers with Metro-Ethernet-based services and coaxial-based services. These services will provide much greater bandwidth and functionality than CIMCO's existing technology. In addition, Comcast's extensive resources and its research and development efforts will help ensure that the services provided to CIMCO's customers keep pace with any new or innovative offerings elsewhere in the industry.

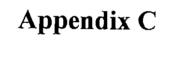
14. Current CIMCO customers will also gain access to other Comcast services, separately and in bundles. These services include Comcast's cable television service, Hosted Microsoft Communications Services, and wireless broadband Internet access service. With respect to the latter, Comcast this summer began offering its Portland, Oregon customers wireless broadband cards so that they can connect their laptops to the Internet through Clearwire's mobile WiMAX network. Comcast plans to extend wireless broadband options to its customers in other markets as well. In the future, Comcast's medium-sized business customers, including CIMCO's customers, should be able to take advantage of these and other innovative offerings.

I, William Stemper, declare under penalty of perjury under the laws of the United States that the foregoing declaration is true and correct to the best of my knowledge and belief.

BY:

William Stemper

Executed on October 6, 2009.



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1	Beach Park	IL
2_	Burbank	IL
3	Canton	IL
4	Creve Coeur	1L
5	Deer Park	IL
6	DeKalb	IL
7	Flossmoor	
8	Forest View	/L
9	Glenview NAS	IL
10	Hawthorn Woods	IL
11	Highwood	IL
12	Inverness	IL
13	Island Lake	IL
14	Kildeer	IL
15	Manteno	IL
16	Mazon	IL
17	Newark	IL
18	North Barrington	lL .
19	North Chicago	IL
20	Park City	JL
21	Peotone	IL
22	Prairie Grove	IL
23	River Grove	iL
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25	Riverside	IL
26	Robbins	IL
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28	Sauk Village	IL
29	South Chicago Heights	IL
30	Sterling	IL
31_	Stickney	IL
32	Summit	IL
33	Sycamore	IL
34	Thornton	IL
35	Urbana	IL
36	Volo	fL
37	Bloomington	IN
38_	Covington	IN
39	Crown Point	IN
40	Dyer	in
41	Fort Wayne	IN
42	Granger (Unincorporated St. Joseph County)	IN
43	Kokomo	IN

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45	Lowell	IN
46	Veedersburg	IN
47		MI
48	Allen Park	MI
49	Bloomfield Hills	MI
50	Burton	MI
51		MI
52	Comstock Park	MI
53	Dearborn Heights	MI
54	Eastpointe	MI
55	Ferndale	MI
56	Flint	MI
57	Flushing	MI
58	Fort Gratiot	МІ
59	Garden City	MI
60	Grosse Pointe Woods	MI
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64	Madison Heights	MI
65	Milan	MI
66	Monroe	MI
67	New Buffalo	MI
68	Oak Park	MI
69	Portage	MI
70_	Rochester	MI
71	Roseville	MI
72	Shelby Township	MI
73	Southgate	MI
74	Sterling Heights	MI
75	Troy	MI
76	Waterford Township	MI
77	Wayne	МІ
78	West Bloomfield	MI
79	Westland	MI
80	Wyandotte	MI
81	Manitowoc	WI
82	Bartonville	IL
83	Berkeley	IL
84	Brookfield	IL
85	Calumet Park	IL
86	Country Club Hills	IL

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88	Ford Heights	IL
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102	East Chicago	IN
103	Michigan City	IN
104	Mishawaka	IN
105	Benton Harbor	мі
106	Byron Center	MI
107	Detroit	MI
108	Holland	MI
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111	Bannockburn	IL
112	Bradley	IL
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171	Roselle	IL
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242 Palatine IL
243 Springfield IL
244 Vernon Hills IL IL
245 Winfield IL
246 BARRINGTON IL
247 Buffalo Grove IL
248 Chicago Heights IL
249 Cicero IL
250 Rolling Meadows IL
251 Bensenville IL
252 Lake Forest IL
253 Westmont IL
254 Wilmington IL
255 Burr Ridge IL
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257 Lake Zurich IL
258 Morris IL

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268	Northbrook	IL
269	Tinley Park .	IL.
270	Woodridge	IL
271	Itasca	1L
272	Melrose Park	IL
273	Crystal Lake	IL
274	Waukegan	IL
275	Bolingbrook	IL
276	Lisle	IL.
277	New Lenox	IL
278	Orland Park	IL
279	Lockport	IL
280	Arlington Heights	IL
281	Carol Stream	IL
282	Geneva	IL
283	Des Plaines	IL
284	West Chicago	IL
285	Saint Charles	IL _
286	Elgin	IL
287	ELMHURST	IL
288	Oak Brook	IL
289	Schaumburg	IL
290	Elk Grove Village	IL
291	Bloomingdale	IL
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